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UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF HAWAII

WAYNE BERRY,

Plaintiff,

vs.

DEUTSCHE BANK TRUST  
COMPANY AMERICAS (FKA  
BANKERS TRUST COMPANY) AND  
JP MORGAN CHASE BANK IN THEIR  
SEPARATE CAPACITIES AND AS  
AGENTS FOR THE PRE AND POST-  
PETITION LENDERS OF FLEMING  
COMPANIES, INC.; DOES 1 TO 200,

Defendants.

) CASE NO. CV 07-00172 SOM-LEK

)  
) The Hon. Judge Susan Oki Mollway

)  
) **DECLARATION OF ROGER ODELL**  
) **IN SUPPORT OF DEFENDANTS'**  
) **MOTION TO CHANGE VENUE**

**DECLARATION OF ROGER ODELL**

I, Roger Odell, declare as follows:

1. I was the Managing Director of JPMorgan Chase Bank, N.A. ("JPMorgan"), one of the Defendants in this action, and am duly authorized to make this declaration in support of Defendants' motion to change venue in the above-captioned case. I know the following to be true through my association with JPMorgan, and if requested could and would competently testify as such.

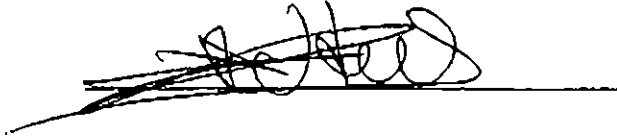
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**DECLARATION OF ROGER ODELL**

2. My residence address is 274 Burritt Road, Hilton, New York. I have resided in Hilton, New York for thirty-four (34) years.
3. From the period of late March 2003 through August 2004, I served as JPMorgan's principal officer in charge of the restructuring of the Fleming account. During that period, I was an officer in the Special Credits Group at JPMorgan.
4. JPMorgan is a national association chartered under the laws of the United States with its main office designated in its Articles of Association being the City of Columbus, County of Delaware, State of Ohio.
5. During the relevant period of time, my office was located at 270 Park Avenue, New York, New York.
6. I am the individual who was employed at JPMorgan with the most direct involvement and knowledge relative to the Fleming Company, and as such I expect that I will be the principal witness on behalf of JPMorgan in this case.
7. It would be extremely inconvenient and costly for me to have to fly to Hawai'i to testify in this case.
8. There were approximately two (2) other individuals at JPMorgan who worked with me in connection with the Fleming account. The entire group worked out of JPMorgan's New York office.
9. I have been advised that all of JPMorgan's records relating to the Fleming account are located in the New York office or are in storage in New York.

I declare under penalty of perjury that the foregoing is true to the best of my belief.

Dated: New York, New York  
August 10, 2007

A handwritten signature in black ink, appearing to read "Roger Odell", is written over a horizontal line.

Roger Odell